

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION

ADVANCEME, INC.

Plaintiff

vs.

RAPID PAY, LLCSM

Defendant.

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CASE NO.. 6:05CV 424 LED

NO JURY TRIAL DEMANDED

AFFIDAVIT TO FACTS
and
DECLARATION OF STEPHANIE NIMBERG

STATE OF NEW YORK §

COUNTY OF NEW YORK §

Before me the undersigned authority, on this day personally appeared
STEPHANIE NIMBERG, to me well known, who, after being by me first duly sworn,
did depose and state as follows:

1. "My name is Stephanie Nimberg. I am over the age of 21, of sound mind, and capable of making this affidavit and declaration. I am the President of Rapid Pay, LLC and am fully familiar with all the facts and circumstances herein and the statements and pleadings made and filed on behalf of Rapid Pay LLC in the cause filed in the Eastern District of Texas by Plaintiff Advanceme, Inc.
2. "Rapid Pay LLC is a limited liability company incorporated in the State of New York with its offices and principal place of business in New York County, in the

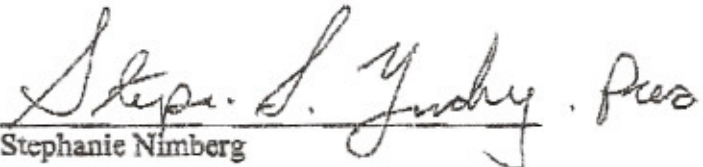
Southern District of New York.

3. "Rapid Pay LLC is not licensed in any manner to do business in Texas nor does it nor has it engaged in business in Texas in any manner. Rapid Pay LLC has never done any act that would subject it to jurisdiction under any long arm jurisdiction statute in Texas.
4. "Rapid Pay LLC has does not have any registered agent in Texas.
5. "Rapid Pay LLC has no employees and no agents in Texas.
6. "Rapid Pay LLC has no bank accounts in Texas.
7. "Rapid Pay LLC has no customers in Texas.
8. "Rapid Pay LLC has no real estate interests in Texas.
9. "Rapid Pay LLC has never communicated to any prospective buyer of any of its products a description of any such product along with a price at which it can be purchased in the state of Texas.
10. "Rapid Pay LLC has no relationship, business or otherwise within or with the State of Texas to my knowledge.
11. "I have read Plaintiff's Complaint. Rapid Pay LLC has not done any act, in any manner complained of in the complaint within the state of Texas.
12. "The corporate records, business records, sale records, employment records and other items of documentation regarding Rapid Pay LLC are in New York state within the Southern District of New York.
14. "The burden that would result from having to defend a lawsuit in Texas would be

onerous. None of the parties are located in Texas. None of the witnesses are located in Texas to my knowledge. The entities at issue in this lawsuit both have their place of business in the state of New York.

"The statements made in this affidavit are true and correct."

Signed this the 30th day of November, 2005.


Stephanie Nimberg

SWORN TO AND SUBSCRIBED before me, this 30th day of November, 2005.



Lawrence Morrison
Notary Public
State of New York
#02m06059654
commission expires 7/28/07